

Indra Bedasie  
Legal Assistant

The CIT Group/  
Capital Finance, Inc.  
1211 Avenue of the Americas  
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New York, NY 10036  
Tel: 212 536-9492  
Fax: 212 536-1388

RECORDATION NO. 20817 FILED

AUG 15 '97

2-01 PM



August 13, 1997

**BY FEDERAL EXPRESS**

**Re: Form of Memorandum of Railcar Lease dated August 7, 1997 between  
PSI Energy Inc. and The CIT Group/Equipment Financing, Inc.**

Enclosed herewith are two (2) originals of the above-referenced Form of Memorandum of Railcar Lease, duly executed and notarized. Please have the enclosed recorded with the Surface Transportation Board urgently, thereafter returning one stamped recorded original to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,

  
Indra Bedasie

Enclosure

cc: N. Coblazo  
S. Darnell, Esq.  
J. Wickham

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 15 2 01 PM '97

593.ltr

A company of  
Dai-ichi Kangyo Bank and  
Chase Manhattan Corporation

AUG 15 '97

2-01 PM

## FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7<sup>th</sup> day of August, 1997, is made by PSI ENERGY ~~COMPANY~~<sup>INC.</sup>, an Indiana corporation, with an address at 1000 E. Main Street, Plainfield, Indiana 46168-1782 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Nardella Coblazo  
Name: Nancy Nardella Coblazo  
Title: Vice President

PSI ENERGY ~~COMPANY~~<sup>Inc.</sup>

By: Richard C. Morton  
Name: Richard C. Morton  
Title: Manager Fuel Contract

STATE OF

) Indiana

) SS:

COUNTY OF

) Hendricks

On this 7th day of August, 1997 before me personally appears Richard C. Morton, to me personally known, who by me duly sworn, says that he/she is the Contract Manager, Fuel Dept. of PSI ENERGY COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Jane R. Strong  
Notary Public

[SEAL]

My Commission expires: August 28, 1999

STATE OF NEW YORK )

) SS:

COUNTY OF NEW YORK )

On this 12th day of August, 1997, before me personally appears NANCY NARDELLA COBLAZO, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

SCHEDULE NO. 01

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
LERX	30817
LERX	30819
LERX	30823
LERX	30828
LERX	30829
LERX	30830
LERX	30834
LERX	30836
LERX	30842
LERX	30843
LERX	30844
LERX	30851
LERX	30855
LERX	30858
LERX	30859
LERX	30863
LERX	30865
LERX	30871
LERX	30872
LERX	30874
LERX	30875
LERX	30877
LERX	30878
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LERX	30892
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LERX	30897
LERX	30899
LERX	30902
LERX	30903
LERX	30904
LERX	30906
LERX	30908

<u>CAR</u> <u>INITIAL</u>	<u>CAR</u> <u>NUMBER</u>
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LERX	30911
LERX	30912
LERX	30913
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<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
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LERX	30998
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LERX	31002
LERX	31003
LERX	31005
LERX	31006
LERX	31007
LERX	31008
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